

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
SOUTHERN DIVISION**

AXA DISTRIBUTORS, LLC and AXA ADVISORS, LLC.,)	
)	
Plaintiffs,)	
)	
v.)	CIVIL ACTION NO.: 1:08-cv-00188
)	
GAYLE S. BULLARD, et al.,)	
)	
Defendants.)	

PLAINTIFFS' RESPONSE TO ORDER TO SHOW CAUSE REGARDING DIVERSITY

COME NOW Plaintiffs, AXA Distributors, LLC ("AXA Distributors") and AXA Advisors, LLC ("AXA Advisors"), and submit the following in response to this Court's July 28, 2008 Order regarding diversity jurisdiction.

Plaintiffs AXA Distributors and AXA Advisors each are of diverse citizenship from the Defendants in this action. The Defendants' states of citizenship are set out in the Complaint in this action, with forty-two (42) of the defendants who are citizens of Alabama, and the remaining three (3) defendants who are citizens of Florida. In contrast, AXA Distributors and AXA Advisors each are citizens of the states of New York and Delaware, and their specific limited liability member citizenship is as follows:

1. AXA Advisors is a Delaware limited liability company with its principal place of business in New York. AXA Advisors is wholly owned by AXA Distribution Holdings Corporation, a Delaware corporation with its principal place of business in New York.
2. AXA Distributors is a Delaware limited liability company with its principal place of business in New York. AXA Distributors is wholly owned by Equitable Holdings, LLC, a

New York limited liability corporation with its principal place of business in New York. Equitable Holdings, LLC is wholly owned by AXA Equitable Life Insurance Company, a New York corporation with its principal place of business in New York.

Based upon the foregoing, there is no common citizenship between any Defendant and Plaintiff, and therefore, diversity of citizenship exists in this action.¹

Respectfully submitted,

/s/ John N. Bolus

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¹ As pled in the Verified Complaint for Preliminary and Permanent Injunction and Declaratory Judgment, the amount in controversy requirement also is met because more than \$75,000 is in controversy in this action. See Verified Complaint at ¶10.

CERTIFICATE OF SERVICE

I hereby certify that I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system which will send a notice of electronic filing to the following:

Andrew P. Campbell
Caroline Smith Gidiere
Campbell, Gidiere, Lee, Sinclair & Williams, PC
2100-A SouthBridge Parkway, Suite 450
Birmingham, Alabama 35209

on this the 30th day of July, 2008.

/s/ John N. Bolus
OF COUNSEL